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December 9, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 10 2 16 PM '98

RECORDATION NO. 21858 FILED

DEC 10 '98

2-16 PM

Dear Janice,

Enclosed is an original plus 2 copies, all notarized.

This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Archer Daniels Midland Company dated 12/1/98 (return 2 copies)

Also, Amendment No.1 to Memo of Railcar Lease between CIT Group/Equipment and Norfolk Southern Railway Company dated 12/1/98 to original #21736 dated 10/26/98. (return 2 copies)

Amendment No.1 to Memo of Railcar Lease between CIT Group/Equipment and Norfolk Southern Railway Company dated 12/1/98 to original #21737 dated 10/26/98. (return 2 copies)

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

DEC 10 '98

2-16AM

FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of December, 1998, is made by Archer Daniels Midland Company, a Delaware corporation, with an address at P.O. Box 1470, Decatur, Illinois 62525 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENT

ARCHER DANIELS MIDLAND COMPANY

By: Name: Randy NeumaierTitle: Vice President-Rail Transportation

STATE OF Illinois
)
COUNTY OF Madison SS:

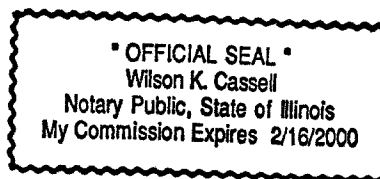
On this 23rd day of October, 1998 before me personally appears
_____, to me personally known, who by me duly sworn, says that
he/she is the _____ of ARCHER DANIELS MIDLAND
COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said
Company by authority of its Board of Directors, and he/she acknowledged that the execution of
the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Wilson K. Cassell
Notary Public

[SEAL]

My Commission expires:



STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 21st day of December, 1998 before me personally appears
Laurence Littlefield, to me personally known, who by me duly sworn, says that
he/she is the Vice-President of THE CIT GROUP/EQUIPMENT
FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the
said Company by authority of its Board of Directors, and he/she acknowledged that the execution
of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1999
2000

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
99	5420 c.f. capacity aluminum covered hopper railcars, built by Johnstown America in 1996, equipped w/ trough hatches and gravity outlet gates.	CEFX 70000 - 70098